

Northstar Neuroscience, Inc.
Form 4
January 09, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARCLAYS PLC

(Last) (First) (Middle)

1 CHURCHILL PLACE

(Street)

LONDON, X0 E14 5HP

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Northstar Neuroscience, Inc. [NSTR]

3. Date of Earliest Transaction
(Month/Day/Year)

01/05/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.001 par value	01/05/2009		S		7,900	D	\$ 1.25	4,441,558	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009		S		800	D	\$ 1.26	4,440,758	I	Securities are held by Barclays Capital Inc., a

Common Stock, \$0.001 par value	01/05/2009	S	3,400	D	\$ 1.6	4,437,358	I	subsidiary of Barclays PLC Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	11,100	D	\$ 1.65	4,426,258	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	13,900	D	\$ 1.74	4,412,358	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	233,600	D	\$ 1.75	4,178,758	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	176,900	D	\$ 1.76	4,001,858	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	20,700	D	\$ 1.77	3,981,158	I	Securities are held by Barclays Capital

Common Stock, \$0.001 par value	01/05/2009	S	9,400	D	\$ 1.79	3,971,758	I	Inc., a subsidiary of Barclays PLC Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	300	D	\$ 1.8	3,971,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	4,300	D	\$ 1.82	3,967,158	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/06/2009	S	700	D	\$ 1.76	3,966,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/06/2009	S	12,300	D	\$ 1.77	3,954,158	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par	01/06/2009	S	600	D	\$ 1.79	3,953,558	I	Securities are held by Barclays

value

Capital
Inc., a
subsidiary
of Barclays
PLC

Common Stock, \$0.001 par value	01/06/2009	S	2,600	D	\$ 1.8	3,950,958	I
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Securities
are held by
Barclays
Capital
Inc., a
subsidiary
of Barclays
PLC

Common Stock, \$0.001 par value	01/06/2009	S	1,500	D	\$ 1.81	3,949,458	I
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Securities
are held by
Barclays
Capital
Inc., a
subsidiary
of Barclays
PLC

Common Stock, \$0.001 par value	01/07/2009	S	104,764	D	\$ 1.8	3,844,694	I
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Securities
are held by
Barclays
Capital
Inc., a
subsidiary
of Barclays
PLC

Common Stock, \$0.001 par value	01/07/2009	S	2,200	D	\$ 1.81	3,842,494	I
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Securities
are held by
Barclays
Capital
Inc., a
subsidiary
of Barclays
PLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARCLAYS PLC 1 CHURCHILL PLACE LONDON, X0 E14 5HP		X		

Signatures

Eleanor
Crossley

01/09/2009

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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